State of Rhode Island
Office of the Secretary of State

Fee: $35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Non-Profit Corporation
Articles of Incorporation

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Topos Public

ARTICLE II

The period of its duration is X Perpetual __

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

(A) TO ADVANCE PUBLIC UNDERSTANDING OF AND ENGAGEMENT WITH PUBLIC INTEREST TOPICS - TO IMPROVE THE WELLBEING OF THE PUBLIC
(B) TO CARRY ON AND PERFORM ALL SUCH WORKS AND FURTHER, TO CARRY ON ANY OTHER RELIGIOUS, EDUCATIONAL OR CHARITABLE WORKS WHICH ARE CONSISTENT WITH THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND.
(C) NO MORE THAN AN INSUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE IN FURTHERANCE OF NON-EXEMPT PURPOSES.
(D) NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION. IN CONNECTION WITH SUCH ACTIVITIES, THE CORPORATION MAY CHOOSE TO MAKE AN ELECTION TO APPLY THE EXPENDITURE TEST AS PROVIDED UNDER SECTION 501(H) OF THE CODE. THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.
(E) ANY OTHER PROVISIONS HEREIN NOTWITHSTANDING, THE CORPORATION WILL AT ALL TIMES BE ORGANIZED AND OPERATED EXCLUSIVELY FOR EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AND SHALL NOT HAVE THE POWER TO DO ANYTHING OR TAKE ANY ACTION WHICH WOULD CAUSE IT TO CEASE TO QUALIFY AS A NON-PROFIT CORPORATION UNDER STATE LAW OR AS AN ORGANIZATION EXEMPT UNDER SECTIONS 501(C)(3).
ALL REFERENCES HEREIN: (I) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; OR TO A CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE AND (II) TO THE GENERAL LAWS OF RHODE ISLAND SHALL BE DEEMED TO REFER TO THE GENERAL LAWS OF 1956, AS NOW IN FORCE OR HEREAFTER AMENDED, OR TO A CORRESPONDING PROVISION OF ANY FUTURE COMPILATION OF GENERAL LAWS.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

1. THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET INCOME OR PROFIT OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, OFFICERS, DIRECTORS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR ON BEHALF OF THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH HEREIN.
2. IN THE EVENT OF THE LIQUIDATION, DISSOLUTION, OR TERMINATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, OFFICER, OR DIRECTOR SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, DISSOLUTION, OR TERMINATION, THE BALANCE OF ALL MONEY, ASSETS, AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL OF ITS DEBTS AND OBLIGATIONS, SHALL, PURSUANT TO RESOLUTION OF THE BOARD OF DIRECTORS, OR IN DEFAULT THEREOF, AN ORDER OF A COURT OF COMPETENT JURISDICTION, BE DISTRIBUTED TO OR FOR THE BENEFIT OF AN ORGANIZATION THEN EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE THAT PERFORM THE FUNCTIONS OF, CARRY OUT THE PURPOSES OF, OR SUPPORT THE MISSION AND PURPOSES OF THE CORPORATION.
3. IF AND SO LONG AS THE CORPORATION IS A PRIVATE FOUNDATION (AS THAT TERM IS DEFINED IN SECTION 509 OF THE CODE), THEN NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES OF ORGANIZATION OR THE BY-LAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY:
(A) THE INCOME OF THE CORPORATION FOR EACH TAXABLE YEAR SHALL BE DISTRIBUTED AT SUCH TIME AND IN SUCH MANNER AS NOT TO SUBJECT THE CORPORATION TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE; AND
(B) THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING (AS DEFINED IN SECTION 4941(D) OF THE CODE), NOR RETAIN ANY EXCESS BUSINESS HOLDINGS (AS DEFINED IN SECTION 4943(C) OF THE CODE), NOR MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT THE CORPORATION TO TAX UNDER SECTION 4944 OF THE CODE, NOR MAKE ANY TAXABLE EXPENDITURES (AS DEFINED IN SECTION 4945(D) OF THE CODE).
4. EXCEPT AS MAY BE OTHERWISE REQUIRED BY LAW OR BY THE BY-LAWS OF THE CORPORATION, THESE ARTICLES OF INCORPORATION MAY BE AMENDED FROM TIME TO TIME BY AN AFFIRMATIVE VOTE OF THE BOARD OF DIRECTORS OF THE CORPORATION; PROVIDED, HOWEVER, THAT NO SUCH AMENDMENT SHALL IN ANY WAY AUTHORIZE OR PERMIT THE CORPORATION TO BE OPERATED OTHER THAN EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES, OR FOR ANY PURPOSE OR IN ANY MANNER THAT WOULD DEPRIVE THE CORPORATION OF ITS STATUS AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.
5. NO OFFICER OR DIRECTOR OF THE CORPORATION, OR DIRECTOR OR OFFICER OF THE MEMBER OF THE CORPORATION, SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR, OR ARISING OUT OF, A BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR OF THE CORPORATION NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW, (I) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY

OF LOYALTY TO THE CORPORATION, (II) FOR ANY ACT OF SELF-DEALING (AS DEFINED IN SECTION 4941(D) OF THE CODE), (III) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (IV) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE DATE UPON WHICH THIS PROVISION BECOMES EFFECTIVE. NO AMENDMENT TO OR REPEAL OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY OFFICER OR DIRECTOR FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH OFFICER OR DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL.

6. THE DIRECTORS MAY MAKE, AMEND, OR REPEAL THE BY-LAWS OF THE CORPORATION IN WHOLE OR IN PART BY AN AFFIRMATIVE VOTE OF AT LEAST A MAJORITY OF THE DIRECTORS OF THE CORPORATION ENTITLED TO VOTE THEREON. NO ADOPTION, AMENDMENT, OR REPEAL OF THE BY-LAWS SHALL IN ANY WAY AUTHORIZE OR PERMIT THE CORPORATION TO BE OPERATED OTHER THAN EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES OR FOR ANY OTHER PURPOSE OR IN ANY MANNER THAT WOULD DEPRIVE THE CORPORATION OF ITS STATUS AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

ALL REFERENCES HEREIN: (I) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED;AND (II) TO THE RHODE ISLAND GENERAL LAWS, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: PARTRIDGE SNOW & HAHN LLP
40 WESTMINSTER STREET, STE. 1100

City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is ELIZABETH O. MANCHESTER, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3
and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	AXEL AUBRUN	981 B STREET ASHLAND, OR 97570 USA
DIRECTOR	MEG BOSTROM	4604 AMHERST ROAD COLLEGE PARK, MD 20740 USA
DIRECTOR	JOSEPH GRADY	1865 BROAD STREET PROVIDENCE, RI 02905 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name	Address

	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	ELIZABETH O. MANCHESTER ESQ.	PARTRIDGE SNOW & HAHN LLP 40 WESTMINSTER ST. STE.1100 PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 01/20/2021

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 20 Day of January, 2021 at 3:01:03 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.
ELIZABETH O. MANCHESTER, ESQ.

Form No. 200
Revised 09/07

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State of Rhode Island
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,

hereby certify that this document, duly executed in accordance with the provisions

of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

January 20, 2021 02:58 PM

Nellie M. Gorbea
Secretary of State